

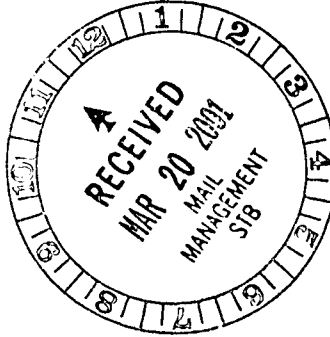
**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

March 16, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20423-0001



RECORDATION NO. 16169-A FILED

MAR 23 '01 1:43 PM
TS
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303 are three (3) originals and two (2) photocopies of Rider No. 2 dated March 1, 2000, to the Lease Agreement dated as of September 12, 1988, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of September 12, 1988, which was duly filed and recorded on January 18, 1989 and assigned Recordation Number 16169.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

LESSEE: Soo Line Railroad Company
1290 Central Parkway West, 6th Floor
Mississauga, Ontario L5C 4R3
Canada

A description of the railroad equipment covered by the enclosed document is:

Thirty (30) COFC intermodal flatcars capable of carrying either three 20' containers or two 40' containers, bearing reporting marks and numbers as indicated in the attached Railcar Equipment List.

Mr. Vernon A. Williams
March 16, 2001
Page 2

Also enclosed is a payment of \$27 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Memorandum of Rider No. 2 dated as of March 1, 2000, to a Lease Agreement dated as of September 12, 1988 between Greenbrier Leasing Corporation, Lessor, and Soo Line Railroad Company, Lessee, covering thirty (30) COFC intermodal flatcars capable of carrying either three 20' containers or two 40' containers, bearing reporting marks and numbers as indicated in the attached Railcar Equipment List.

Sincerely,

A handwritten signature in cursive script, reading "Janet E. Johnston".

Janet E. Johnston
Assistant to the Executive Vice President

JEJ:bjz
Enclosure

cc: Robert W. Alvord, Esq.

RAILCAR EQUIPMENT LIST

Old Marks

New Marks

CBNS	901178	SOO	56103
CBNS	901180	SOO	56105
CBNS	901291	SOO	56107
CBNS	901294	SOO	56111
CBNS	901295	SOO	56113
CBNS	901297	SOO	56115
CBNS	901181	SOO	56134
CBNS	901184	SOO	55138
CBNS	901186	SOO	55140
CBNS	901188	SOO	55142
CBNS	901189	SOO	56143
CBNS	901191	SOO	56145
CBNS	901195	SOO	56149
CBNS	901196	SOO	56150
CBNS	901204	SOO	55159
CBNS	901218	SOO	56174
CBNS	901220	SOO	56177
CBNS	901223	SOO	56180
CBNS	901229	SOO	56187
CBNS	901239	SOO	55197
CBNS	901242	SOO	56200
CBNS	901244	SOO	55202
CBNS	901249	SOO	56207
CBNS	901250	SOO	56208
CBNS	901259	SOO	55218
CBNS	901263	SOO	55222
OTDX	55233	SOO	55233
CBNS	901276	SOO	56235
CBNS	901173	SOO	56245
CBNS	901285	SOO	55247
Total Number of Cars: 30			

RECORDATION NO. 16169-A FILED

MAR 23 '01 1:43 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

SOO LINE RAILROAD COMPANY, ("LESSEE")

SEPTEMBER 12, 1988

RIDER NO. 2 DATED AS OF MARCH 1, 2000

Memorandum of a Lease Agreement made and entered into as of September 12, 1988 with Rider No. 2 dated as of March 1, 2000 by and between Greenbrier Leasing Corporation, ("Lessor"), Soo Line Railroad Company, ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor up to 30 COFC intermodal flatcars capable of carrying either three 20' containers or two 40' containers, bearing reporting marks and numbers as indicated in the attached Railcar Equipment List.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Warren M. Webb

SOO LINE RAILROAD COMPANY

By: Greg E. Egan

G:\WORD\LEASE\2000\L0301001 RIDER 2 SOO LINE.doc

RECORDATION NO. 16169-A FILED

MAR 23 '01

1:43 PM

SURFACE TRANSPORTATION BOARD

STATE OF OREGON

)
) ss.
)

COUNTY OF CLACKAMAS

On this 14th day of February, 2000¹, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of GREENBRIER LEASING CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E Johnston
NOTARY PUBLIC

My commission expires: 5/28/2002



City
STATE OF Calgary)
Province) ss.
COUNTY OF Alberta)

On this 21 day of December, 2000, before me personally appeared Luigi Armano, to me personally known, who being by me duly sworn, says that he is the authorized signatory of SOO LINE RAILROAD COMPANY that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

D. J. Barnhardt
NOTARY PUBLIC

My commission expires:

DON BARNHARDT
Barrister and Solicitor
Suite 2000, 401 - 9th Avenue S.W.
Calgary, AB T2P 4Z4
Telephone: 318-6183

RAILCAR EQUIPMENT LIST

Old Marks

New Marks

CBNS	901178	SOO	56103
CBNS	901180	SOO	56105
CBNS	901291	SOO	56107
CBNS	901294	SOO	56111
CBNS	901295	SOO	56113
CBNS	901297	SOO	56115
CBNS	901181	SOO	56134
CBNS	901184	SOO	55138
CBNS	901186	SOO	55140
CBNS	901188	SOO	55142
CBNS	901189	SOO	56143
CBNS	901191	SOO	56145
CBNS	901195	SOO	56149
CBNS	901196	SOO	56150
CBNS	901204	SOO	55159
CBNS	901218	SOO	56174
CBNS	901220	SOO	56177
CBNS	901223	SOO	56180
CBNS	901229	SOO	56187
CBNS	901239	SOO	55197
CBNS	901242	SOO	56200
CBNS	901244	SOO	55202
CBNS	901249	SOO	56207
CBNS	901250	SOO	56208
CBNS	901259	SOO	55218
CBNS	901263	SOO	55222
OTDX	55233	SOO	55233
CBNS	901276	SOO	56235
CBNS	901173	SOO	56245
CBNS	901285	SOO	55247
Total Number of Cars: 30			